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December 18, 2012

BY HAND DELIVERY

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: Amendment to XO Communications, LLC Section 63.71 Application

Dear Ms. Dortch:

On December 7, 2012, XO Communications, LLC, ("XO Communications"), by its attorneys and pursuant to section 63.71 of the Federal Communications Commission ("Commission") rules, 47 C.F.R. § 63.71(a), filed a Section 63.71 Application for the discontinuance of its Consumer Dial and Corporate Dial interstate domestic dial-up ("Dial Up") services. This letter is submitted to amend XO Communications' initial filing by specifying the geographic areas affected by the discontinuance.

The Section 63.71 Application stated XO Communications would be discontinuing selected Dial Up service throughout its nationwide service territory. By this amendment, XO Communications clarifies that it is discontinuing the offering of the Dial Up services in the following states: Alabama, Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, Wisconsin, Wyoming and the District of Columbia. XO does not currently offer the service in states other than those identified above.

The undersigned counsel also confirms that the December 7, 2012 Section 63.71 Application was sent to the correct address for the Office of the Governor for the State of Louisiana.

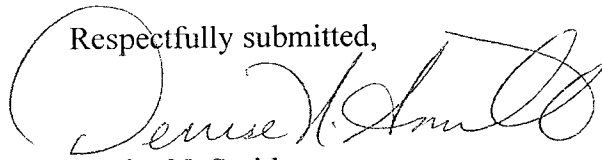
KELLEY DRYE & WARREN LLP

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As indicated on the attached Certificate of Service, copies of this Amendment Letter were sent to the Governors and state public utility commissions for the foregoing states.

Enclosed are an original and four (4) copies of this filing. Also enclosed is a duplicate of this filing. Kindly date-stamp the duplicate and return it to the courier. Please direct any questions regarding this filing to the undersigned at (202) 342-8614.

Respectfully submitted,



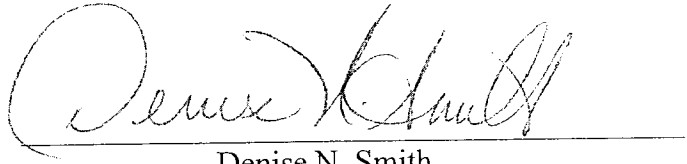
Denise N. Smith

Counsel to XO Communications, LLC

cc: Rodney McDonald (Competition Policy Division)
Kimberly Jackson (Competition Policy Division)

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Section 63.71 Application was served this 18th day of December, 2012, by mailing true and correct copies thereof, postage prepaid, to the following persons at the addresses listed below.



Denise N. Smith

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Attn: Special Assistant for
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